

FORM D



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1305929

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1305920

1-1303339

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

3-

Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
 Vitality Foodservice Holding Corp. offering of 499,774 shares of Common Stock
 Vitality Foodservice, Inc. and Vitality Foodservice Canada, Inc. 15% Senior Subordinated Notes
 Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
 Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

- 1- Vitality Foodservice Holding Corp. ("VFI Holding")
- 2- Vitality Foodservice, Inc. ("VFI")
- 3- Vitality Foodservice Canada, Inc. ("VFI Canada" and, together with VFI, the "Borrowers")

Address of Executive Offices (Number and Street, City, State, Zip Code)
 VFI Holding: 3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402
 Borrowers: 400 North Tampa Street, Suite 200, Tampa, FL 333602

Telephone Number (Including Area Code)
 VFI Holding: (612) 347-0154
 Borrowers: (813) 273-5366

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)
 400 North Tampa Street, Suite 200, Tampa, FL 333602

Telephone Number (Including Area Code)
 Same as above

Brief Description of Business

Vitality Foodservice Holding Corp. is a holding company which owns a 100% interest in each Borrower. Each Borrower is in the business of selling and servicing beverage dispensing machines and selling beverages to supply the dispensing machines.

Type of Business Organization

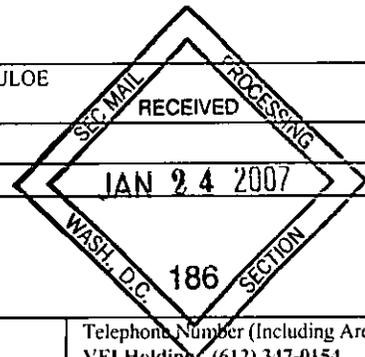
- corporation (VFI Holding and Borrowers) limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

	Month	Year		
VFI Holding	[08]	[2004]	<input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Estimated
VFI	[07]	[2004]	<input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Estimated
VFI Canada	[10]	[1999]	<input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

- CN for Canada; FN for other foreign jurisdiction) [DE] VFI Holding and VFI
 CN for Canada; FN for other foreign jurisdiction) [CN] VFI Canada



PROCESSED

JAN 29 2007

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Viljoen, Gary M. (Executive Officer of VFI Holding and both Borrowers, Director of VFI Canada)

Business or Residence Address (Number and Street, City, State, Zip Code)

400 North Tampa Street, Suite 200, Tampa, FL 33602

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Acheson, Darren L. (Chairman of VFI Holding and both Borrowers, Director of VFI Holding and VFI)

Business or Residence Address (Number and Street, City, State, Zip Code)

3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Heinen, Joseph M. (Director of VFI Holding and VFI)

Business or Residence Address (Number and Street, City, State, Zip Code)

3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Oddis, Alvo M. (Director of VFI Holding and VFI)

Business or Residence Address (Number and Street, City, State, Zip Code)

2540 Minton Drive, Moon Township, PA 15108

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hadani, David (Director of VFI Holding and VFI)

Business or Residence Address (Number and Street, City, State, Zip Code)

3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Obermiller, Gary J. (Director of VFI Holding and VFI)

Business or Residence Address (Number and Street, City, State, Zip Code)

3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Johnson, Kimberly S. (Executive Officer of VFI Holding and both Borrowers, Director of VFI Canada)

Business or Residence Address (Number and Street, City, State, Zip Code)

400 North Tampa Street, Suite 200, Tampa, FL 33602

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Minton, John C. (Executive Officer of VFI Holding and VFI)

Business or Residence Address (Number and Street, City, State, Zip Code)

400 North Tampa Street, Suite 200, Tampa, FL 33602

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Fuller, S. Brian (Executive Officer of VFI Holding and both Borrowers, Director of VFI Canada)
Business or Residence Address (Number and Street, City, State, Zip Code)
400 North Tampa Street, Suite 200, Tampa, FL 33602

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Marathon Fund Limited Partnership IV
Business or Residence Address (Number and Street, City, State, Zip Code)
5250 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4123

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Co-Investment Partners, LLC
Business or Residence Address (Number and Street, City, State, Zip Code)
660 Madison Avenue, 23rd Floor, New York, NY 10021

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
MVC Capital, Inc.
Business or Residence Address (Number and Street, City, State, Zip Code)
287 Bowman Avenue, Purchase, NY 10577

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
MassMutual Corporate Investors
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Babson Capital Management, 1500 State Street, Springfield, MA 01115

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Massachusetts Mutual Life Insurance Company
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Babson Capital Management, 1500 State Street, Springfield, MA 01115

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
MassMutual Participation Partners
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Babson Capital Management, 1500 State Street, Springfield, MA 01115

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Hare & Co.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Babson Capital Management, 1500 State Street, Springfield, MA 01115

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A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Tower Square Capital Partners

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Babson Capital Management, 1500 State Street, Springfield, MA 01115

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

C.M. Life Insurance Company

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Babson Capital Management, 1500 State Street, Springfield, MA 01115

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Henrey, Derek (Director of VFI Canada)

Business or Residence Address (Number and Street, City, State, Zip Code)

400 North Tampa Street, Suite 200, Tampa, FL 33602

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$N/A

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. N/A

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
 (Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>982,500</u>	\$ <u>982,500</u>
Equity	\$ <u>4,997,740</u>	\$ <u>4,997,740</u>
[X] Common [] Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>5,980,240</u>	\$ <u>5,980,240</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>13</u>	\$ <u>5,980,240</u>
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input checked="" type="checkbox"/>	\$ <u>72,037</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (Specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>Other Transaction Fees</u>	<input checked="" type="checkbox"/>	\$ <u>210,472</u>
Total	<input checked="" type="checkbox"/>	\$ <u>282,509</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

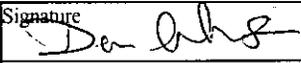
b. Enter the difference between the aggregate offering price given in response to Part C--Question 1 and total expenses furnished in response to Part C--Question 4.a. This difference is the "adjusted gross proceeds to the issuer" **\$5,699,980**

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C--Question 4.b above.

			Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$
Purchase of real estate	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$
Repayment of indebtedness	<input type="checkbox"/>	\$	_____	<input checked="" type="checkbox"/>	\$ 5,697,731
Working capital	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$
Other (specify): _____					
	<input type="checkbox"/>	\$	_____	<input type="checkbox"/>	\$
Column Totals	<input type="checkbox"/>	\$	_____	<input checked="" type="checkbox"/>	\$ 5,697,731
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>	\$	5,697,731		

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Vitality Foodservice Canada, Inc., Vitality Foodservice Holding Corp., and Vitality Foodservice, Inc.	Signature 	Date January 22, 2007
Name of Signer (Print or Type) Darren L. Acheson	Title of Signer (Print or Type) Chairman	

#1722193

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)